

HAO TIAN INTERNATIONAL CONSTRUCTION INVESTMENT GROUP LIMITED

昊天國際建設投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____ of _____ ^(note 1) being the holders of ^(note 2) ordinary shares of HK\$0.01 each in the share capital of Hao Tian International Construction Investment Group Limited (the “Company”), HEREBY APPOINT ^(note 3) the chairman of the extraordinary general meeting of the Company, or _____ of _____ or failing him/her, _____ of _____ as my/our proxy to attend and act for me/us at the extraordinary general meeting (or any adjournment thereof) to be held at 10/F, CKK Commercial Centre, 289 Hennessy Road, Wanchai, Hong Kong at 10:30 a.m. on Friday, 17 January 2020 (“EGM”) to consider and, if thought fit, pass the resolution as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^(note 4)	Against ^(note 4)
“THAT: (a) the sale and purchase agreement dated 10 September 2019 (the “Sale and Purchase Agreement”, details of which are disclosed in the circular of the Company dated 27 December 2019) entered into among (i) Hao Tian International Financial Holdings Limited, as purchaser; (ii) Hao Tian Finance Company Limited, as vendor (the “Vendor”) and (iii) the Company, in relation to, among other things, the sale and purchase of 200,000,000 shares in the capital of Hao Tian Credit Company Limited (“Hao Tian Credit”), representing the entire issued share capital of Hao Tian Credit for a total consideration of HK\$213,000,000 which will be satisfied in full by the issue of the convertible notes in the principal amount of HK\$213,000,000 (the “Convertible Notes”) by the Company to the Vendor (or its nominees) with an interest rate of 5.0% per annum, and can be converted into conversion shares (the “Conversion Shares”) at the initial conversion price of HK\$0.35 per Conversion Share, subject to adjustments pursuant to the instrument (a copy of the Sale and Purchase Agreement is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; (b) the issue by the Company of the Convertible Notes in accordance with the terms and conditions of the Sale and Purchase Agreement be and are hereby approved; (c) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares, the directors of the Company (the “Director(s)”) be and are hereby granted the specific mandate to allot and issue up to 608,571,428 Conversion Shares (subject to adjustment) upon the exercise of the conversion rights (subject to conversion restrictions) attaching to the Convertible Notes; and (d) any one of the Directors of the Company be and is hereby authorised to do all such acts and things and sign, ratify and execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with Sale and Purchase Agreement and any of the transactions contemplated thereunder.”		

Date: _____

Signature(s) ^(note 5): _____

Notes:

- Please insert full name(s) and address(es) in **block capitals**.
- Please indicate clearly the number of the shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the EGM, please cross out “the Chairman of the extraordinary general meeting of the Company, or”, and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder is entitled to appoint one proxy to attend and vote at the meeting on his behalf. The proxy needs not be a member of the Company but must attend the EGM in person to represent you. The person who signs this proxy form shall initial against any alteration in it.
- Important: if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.**
- This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the common seal or under the hand of an officer or attorney duly authorised in writing. Any alteration made to this proxy form must be initialled by the person(s) who sign it.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited at the office of the branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and delivery of this form will not preclude you from attending and voting at the EGM if you wish, and in such event, this proxy form shall be deemed to be revoked.
- Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The description of the resolution in this form is by way of summary only. Please refer to the notice of the EGM dated 27 December 2019 convening the EGM for the full text of the resolution.
- Unless otherwise defined in this form, capitalised terms used in this form shall have the same meaning as those defined in the notice of the EGM dated 27 December 2019.
- The translation into Chinese language of this proxy form is for reference only. In case of any inconsistency, the English version shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong (“PDPO”), which includes the name(s) and address(es) of you and your proxy(ies). Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Meeting of the Company (the “Purposes”). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company’s branch share registrar Tricor Investor Services Limited, our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company/the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.